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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

December 23, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of July 19, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive, Suite 2900  
Chicago, IL 60606

Lessee: Honeyville, Inc.  
11600 Dayton Drive  
Rancho Cucamonga, CA 91730

A description of the railroad equipment covered by the enclosed document is:

74 covered hopper railcars: CEFX 10885, CEFX 11082 and within the series CEFX 350531 – CEFX 352516 and FLOX 79267 – FLOX 79399 as set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease.

Section Chief  
December 23, 2015  
Page 2

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19 day of July, 2013, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and HONEYVILLE, INC., a Utah corporation, with an address at 11600 Dayton Drive, Rancho Cucamonga, CA 91730, the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Agreement") dated as of July 19, 2013 and Schedule No. 01 thereto dated as of July 19, 2013 (the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: Paul Conroy  
Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

HONEYVILLE, INC.

By: [Signature]  
Name: Robert W Anderson  
Title: Executive Vice President / CFO

**Schedule A**

Seventy-four (74) 5,150 c.f. covered hopper cars, food-grade,  
marked and numbered as follows:

**Reporting Marks and Numbers**

1	CEFX	10885
2	CEFX	11082
3	CEFX	350531
4	CEFX	350532
5	CEFX	350533
6	CEFX	350534
7	CEFX	350535
8	CEFX	350536
9	CEFX	350537
10	CEFX	350539
11	CEFX	350540
12	CEFX	350541
13	CEFX	350542
14	CEFX	350552
15	CEFX	350553
16	CEFX	350554
17	CEFX	352492
18	CEFX	352493
19	CEFX	352494
20	CEFX	352495
21	CEFX	352496
22	CEFX	352497
23	CEFX	352498
24	CEFX	352501
25	CEFX	352508
26	CEFX	352514
27	CEFX	352516
28	FLOX	79267
29	FLOX	79268
30	FLOX	79269
31	FLOX	79270
32	FLOX	79271
33	FLOX	79272
34	FLOX	79273
35	FLOX	79274
36	FLOX	79276

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47	FLOX	79287
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74	FLOX	79399

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 23, 2015

*Edward M. Luria*

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Edward M. Luria